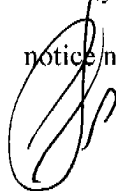


**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**


In re:) Chapter 11
)
Arena Football League, LLC.) Case No. 09-29024
)
Alleged Debtor.) Hon. Susan Pierson Sonderby
) Hearing Date: 8/26/2009
) Hearing Time: 10:30 a.m.

**ORDER DIRECTING ENTRY OF ORDER FOR RELIEF
AND CONVERTING THE CASE TO CHAPTER 11**

Upon consideration of the motion (the "Motion") of the Arena Football League, LLC (the "AFL") for an order for relief and an order converting the case to chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"); and the AFL having consented to entry of an order for relief; and the Court being satisfied that the AFL is entitled to convert its case to a case under chapter 11 as a matter of right; and the Court being satisfied that the prerequisites to conversion under section 706(a) of the Bankruptcy Code have been met; and two business days notice of the Motion having been given to (i) counsel for Fifth Third Bank, the AFL's pre-petition secured lender, (ii) counsel for the Petitioning Creditors, (iii) all parties receiving notice through the ECF System, and (v) the Office of the United States Trustee, and it appearing that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby

 ORDERED, that the Motion be, and it hereby is, granted; and it is further

ORDERED, that the order for relief shall be entered; and it is further

 ORDERED, that the case is converted to a case under chapter 11 of the Bankruptcy Code, and the AFL is hereby authorized to manage its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code; and it is further

ORDERED, that two business days notice is sufficient to convert this case a case under chapter 11 of the Bankruptcy Code.

AUG 26 2009


United States Bankruptcy Judge